

NCI BUILDING SYSTEMS INC

Form 4

September 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Eric James

(Last) (First) (Middle)

10943 NORTH SAM HOUSTON
PARKWAY WEST

(Street)

HOUSTON, TX 77064

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NCI BUILDING SYSTEMS INC
[NCS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
V.P. & Chief Inform. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.01 par value	09/06/2006		M		2,500	A \$ 29.85	2,500 D
Common Stock, \$0.01 par value	09/06/2006		M		414	A \$ 30.18	2,914 D
Common Stock, \$0.01 par	09/06/2006		M		341	A \$ 36.62	3,255 D

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value

Common
Stock,
\$0.01 par
value

09/06/2006

M

376

A

\$
33.19

3,631

D

Common
Stock,
\$0.01 par
value

09/06/2006

S

1,231

D

\$
55.29

2,400

D

Common
Stock,
\$0.01 par
value

09/06/2006

S

600

D

\$
55.27

1,800

D

Common
Stock,
\$0.01 par
value

09/06/2006

S

1,800

D

\$
55.25

0

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to purchase common stock	\$ 29.85	09/06/2006		M	2,500	<u>(1)</u>	06/04/2014	Common Stock, \$0.01 par value	2,500	
Options to purchase	\$ 30.18	09/06/2006		M	414	<u>(2)</u>	06/15/2014	Common Stock, \$0.01 par	414	

common stock								value	
Options to purchase common stock	\$ 36.62	09/06/2006	M	341	(3)	12/15/2014	Common Stock, \$0.01 par value	341	
Options to purchase common stock	\$ 33.19	09/06/2006	M	376	(4)	06/15/2015	Common Stock, \$0.01 par value	376	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Eric James 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064			V.P. & Chief Inform. Officer	

Signatures

/s/ Frances R. Powell (by power of attorney) 09/08/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was June 4, 2004.
- (2) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was June 15, 2004.
- (3) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was December 15, 2004.
- (4) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was June 15, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.